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Division of Corporations
Fax Number : (850)205-0383

Account Name : ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA, P.A.
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LIMITED LIABILITY COMPANY

GRAZIANO'S IN THE GABLES LLC.

Certificate of Status	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
GRAZIANO'S IN THE GABLES LLC.

The undersigned members to these Articles of Organization hereby associate themselves together to form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I
NAME

The name of this Limited Liability Company is GRAZIANO'S IN THE GABLES LLC.

ARTICLE II
GENERAL NATURE OF BUSINESS

The Limited Liability Company may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
TERM OF EXISTENCE

This Limited Liability Company is to exist perpetually. The Limited Liability Company's business will continue without regard to the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

ARTICLE IV
ADDRESS

The principal office and mailing address of this Limited Liability Company in the State of Florida is 9211 SW 40th STREET, MIAMI, FL 33165. The Board of Managers may from time to time move the principal office to another address in Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDAARTICLE V
REGISTERED OFFICE, REGISTERED AGENT

That GRAZIANO'S IN THE GABLES LLC, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at the County of Miami-Dade, State of Florida, hereby designates ARAZOZA & FERNANDEZ-FRAGA, P.A., as its Registered Agent to accept services within the State. The registered office of the Limited Liability Company shall be: 2100 SALZEDO STREET, SUITE 300, CORAL GABLES, FL 33134.

ARTICLE VI
MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager - managed company. The Initial Manager shall be MARIO GRAZIANO of 9211 SW 40th STREET, MIAMI, FL 33165

WITNESS the hand and seal of the authorized representative of member in Miami-Dade County, State of Florida, this 1st day of February, 2005


 Carlos F. Arazoza
 Authorized Representative of Member

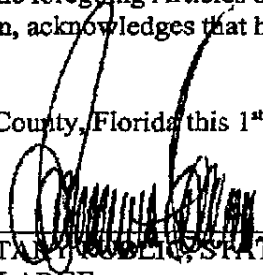
STATE OF FLORIDA)
) SS:
 COUNTY OF MIAMI-DADE)

PERSONALLY appeared before me, CARLOS F. ARAZOZA, who is personally known to me, to be the authorized representative of member to the foregoing Articles of GRAZIANO'S IN THE GABLES LLC., who being by me first duly sworn, acknowledges that he signed the same for the purposes therein expressed.

WITNESS my hand and seal at Miami-Dade County, Florida this 1st day of March, 2005



Laura Kohn
 Commission #DD319617
 Expires: May 16, 2008
 Bonded Thru
 Atlantic Bonding Co., Inc.


 NOTARY PUBLIC, STATE OF FLORIDA
 AT LARGE

My commission expires:

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida statutes, the following is submitted:

FIRST: That GRAZIANO'S IN THE GABLES LLC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the County of Miami-Dade, State of Florida, has named ARAZOZA & FERNANDEZ-FRAGA, P.A., as its Agent, of 2100 SALZEDO STREET, SUITE 300, CORAL GABLES, FL 33134, to accept service of process within Florida.

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Registered Agent



Carlos F. Arazoza
Managing Director
Arazoza & Fernandez-Fraga, P.A.

Date: March 1st, 2005